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June 11, 2002

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Palm Beach Orchids & Tropicals, Inc. and
Tropical Nursery Land Holding Company, Inc.

FILED
02 JUN 21 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and the Designation of Registered Agent for each of the above-referenced corporations, along with a check in the amount of \$157.50 for filing the Articles of Incorporation and Designation of Registered Agent and certified copy fee. Please return the Certificate of Incorporation and certified copy of the Articles of Incorporation and Designation of Registered Agent for these entities to my office at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,


Carl A. Cascio

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****157.50 *****78.75

CAC/mkm
Enclosures

cc: Ms. Charline Nakamura
Mr. Gregory S. Reiser

D. WHITE JUN 21 2002

**ARTICLES OF INCORPORATION
OF
Tropical Nursery Land Holding Company, Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is **Tropical Nursery Land Holding Company, Inc.**

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To own and manage property for purposes of operating a nursery.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation is authorized to issue is five hundred (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation is 4552 Blue Pine Circle, Lake Worth, FL. 33463 .
The street address of its initial Registered Office is 4552 Blue Pine Circle, Lake Worth, FL. 33463,
and the name of its initial Registered Agent at such address is Charline Nakamura.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Charline Nakamura	4552 Blue Pine Circle, Lake Worth, FL 33463
Gregory S. Reiser	5040 Woodland Drive, Delray Beach, FL. 33484

ARTICLE VII
INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Charline Nakamura	4552 Blue Pine Circle, Lake Worth, FL. 33463

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE IX
INITIAL OFFICERS

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME

OFFICE

ADDRESS

Charline Nakamura President/Director 4552 Blue Pine Circle, Lake Worth, FL. 33463

Gregory S. Reiser Vice President/Director 5040 Woodland Drive, Delray Beach, FL. 33484

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this
the 5th day of April, 2002.

Tropical Nursery Land Holding Company, Inc.

Charline Nakamura

Charline Nakamura, President

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

02 JUN 21 PM 4:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Charline Nakamura 4-5-02
Charline Nakamura, Registered Agent